

PRSA MIAMI CHAPTER BYLAWS

ARTICLE I

Name of Organization

The name of this nonprofit professional organization shall be the Public Relations Society of America (PRSA) Miami Chapter.

Location of Office

The principal administrative office of the organization shall be located in Miami-Dade County, Florida.

ARTICLE II

Objectives

The objectives of PRSA Miami Chapter shall conform to the objectives stated in the bylaws of PRSA.

The focus of the Chapter will be:

- To demonstrate high professional standards and to assist members in maintaining those standards,
- To unite the profession, and
- To promote the profession of public relations and its contributions to organizations as well as the public good.

ARTICLE III

1. Membership Eligibility

To be eligible for membership in the Chapter, a person must be a member in good standing of PRSA. Any such member, regardless of location, is eligible for Chapter membership.

2. Obligations of Members

All members shall, by virtue of their membership therein, be bound by the bylaws of the Society and its Code of Ethics.

3. Termination of Membership

Any member who for any reason ceases to be a member of the Society shall cease to be a member of the Chapter.

ARTICLE IV

1. Fiscal Year

The Chapter's fiscal year shall coincide with that of PRSA.

2. Dues

The amount of the Chapter dues shall be determined annually by the Chapter's board of directors and shall be payable on the member's renewal date.

3. Non-Payment of Dues and Fees

Any member whose Chapter dues or other Chapter-related fees are unpaid for a designated period of time in accordance with the Society's policy shall not be in good standing and shall not be entitled to vote, hold office, or enjoy other privileges of Chapter membership provided such member shall have been duly notified.

ARTICLE V

1. Composition of the Board

The business and affairs of the Chapter shall be managed and controlled by a board of directors consisting of at least 12 members:

- President,
- President-Elect,
- Secretary,
- Treasurer,
- Immediate Past President,
- Six Directors-at-Large, and
- The appropriate number of Assembly Delegates based on total membership, all of whom are elected by the membership at the Chapter's annual meeting.

2. Authority of the Board

The board of directors shall supervise, control and direct the affairs of the Chapter; shall determine its policies or changes therein within the limits of these bylaws; shall actively pursue its objectives; and shall have discretion in the disbursement of its funds. It may adopt policies and procedures to conduct its business and may appoint such agents or employees as it may consider necessary.

The president will assign oversight of one or more committees to each board member.

The board of directors shall also act as trustee of the Ev Clay/PRSA Miami Chapter Endowment Fund, Inc., with fiduciary responsibility for protecting its assets. In the first quarter of each year, the board of directors shall review the previous year's financial activity, approve the annual Endowment Fund investment plan, and

determine the level of scholarship funding to be awarded for that year.

3. Term of Office

The office of president-elect is for one year, with the person moving automatically, during the next two years, into the offices of president and immediate past president.

The offices of secretary and treasurer are for one year.

The term of office of the directors-at-large shall be three years, beginning January 1 and until their successors are installed. Their terms of office shall be arranged so that the terms of two directors-at-large shall expire each year.

The term of office for Assembly delegates is described in Article VIII, Section 3 of these bylaws.

4. Eligibility

All Chapter members in good standing are eligible to serve on the board in any role except Assembly delegates, who must be accredited or have served a full term as Chapter president.

5. Vacancies

Vacancies occurring among the directors, except president and president-elect, may be filled for the balance of the unexpired term by the board of directors at any special meeting called for that purpose.

6. Order of Succession

If the president is temporarily unable to serve, the president-elect shall act in the president's place. If the president vacates the office for any reason, the president-elect becomes president, serving the remainder of the unexpired term as well as the term for which the president-elect was elected. If the president-elect cannot move into the presidency, then the temporary order of succession shall be:

- Immediate Past President,
- Treasurer,
- Secretary, or
- Any Director-at-Large,

all being elected by a majority vote of the board of directors.

In the event the office of president-elect becomes vacant, then the nominating committee that nominated the individual shall be convened, within 30 days of the office becoming vacant, to recommend a replacement to

the Chapter's board of directors. The board of directors, by majority vote, shall elect a replacement. All members who are in good standing and meet the qualifications, including the current officers and directors-at-large (other than the president) may be recommended by the nominating committee to the board for election.

7. Removal

Any director who misses three board meetings in a calendar year may be given notice of dismissal by the Chapter president and replaced in accordance with Sections 5 and 6 of this Article.

8. Regular Meetings

The board of directors shall meet no less than six times per year. A meeting is defined as an in-person gathering or a teleconference that has been properly noticed as described in Section 10. Each board member is required to attend a minimum of three meetings in person annually. Voting by proxy is prohibited.

Voting by email or other electronic means shall be permitted only if the vote is unanimous and each vote is documented in writing.

9. Special Meetings

Special meetings of the board may be called by:

- the president,
- at the written request of four members of the board,
- through petition to the president by 10% of the members. No business shall be transacted at any special meeting except that specified in the notice.

10. Notice of Meetings

Notice of any regular meeting or special meeting of the board of directors shall be given to each director and committee chairperson, by mail, email, fax, telephone or in person at least 10 days prior to the meeting.

11. Quorum

A majority of the board of directors (50 percent plus one) shall constitute a quorum at all meetings of the board. A quorum shall be calculated based on the number of individuals holding office and shall be determined each year at the first board meeting of the year.

ARTICLE VI

1. The Officers

The officers of the Chapter shall be president, president-elect, secretary, treasurer and immediate past president. The first four officers shall be elected by the membership at the annual meeting and shall hold office for a term of one year beginning January 1 and until their successors are installed. The president-elect shall automatically become president after serving one year as president-elect or in the event that the presidency becomes vacant for any reason. After serving as president, that person serves the following year as immediate past president and chair of the nominating committee.

2. President

The president shall preside at all meetings of the Chapter and of the board of directors. The president shall appoint all committee chairs and shall be an ex officio member of all committees. The president shall perform all other duties incident to the office. The president is responsible for presenting an annual plan, including a budget, at the January board meeting; and for filing all reports required by national headquarters or requested by the district chair.

3. President-Elect

The president-elect shall, in the absence or disability of the president, exercise the powers and perform the duties of the president. The president-elect shall also generally assist the president and perform such other duties as shall be prescribed by the board of directors.

4. Secretary

The secretary shall keep records of all meetings of the Chapter and of the board of directors, maintain the Chapter's archives, prepare a report at the end of each year that documents all of the Chapter's activities for the year, issue notices of all such meetings and perform all other duties customarily pertaining to the office. Copies of the minutes of all Chapter board meetings shall be sent to the Chapter officers and board of directors no later than 30 days after the board meeting.

5. Treasurer

The treasurer shall receive and deposit all Chapter funds, at least monthly, in the name of the Chapter in a financial institution approved by the board of directors. The treasurer shall issue receipts as required and make authorized disbursements by check after proper approval by the president or the board of directors. All checks must be signed by both the treasurer and the president. The treasurer shall prepare the Chapter's budget, in consultation with the president and the committee chairs, for approval at the January board meeting. In addition, the treasurer must provide financial reports to the board of directors at each regular meeting

and render an annual financial report to Chapter members. The treasurer shall monitor all Chapter investments and notify the board of the need for timely decisions. The treasurer shall perform all other duties of the office that may be assigned by the board.

6. Immediate Past President

The immediate past president will chair the nominating committee. The other duties of the immediate past president are assigned by the president, with the approval of the board of directors.

7. Vacancies

In the event a vacancy occurs in the office of treasurer or secretary, the balance of the term shall be filled by a vote of the board of directors at any regular meeting or at any special meeting called for that purpose.

For vacancies in the offices of president and president-elect, see Article V, Section 6.

If the office of immediate past president should become vacant, the board of directors will appoint any past president as immediate past president, including the chairmanship of the nominating committee, which is described in Article VIII of these bylaws.

8. Compensation and Reimbursement

No officer, director, committee chair or member shall be entitled to compensation. The board may reimburse any reasonable expenses incurred in the performance of chapter duties, provided they are included in the budget and receipts are submitted within 60 days of the expenditure. Extraordinary expenses will be paid at the discretion of the board.

ARTICLE VII

1. Powers of Assembly Delegates

Assembly delegates will represent the Chapter with the guidance of the board. In the absence of such guidance or by compelling circumstance, delegates shall represent the Chapter at their own discretion.

Delegates who attend the Assembly must submit a joint, written report to the chapter members, signed by all Delegates. The report must be submitted within one month of the date of the Assembly.

2. Alternate Delegate

The Chapter may, as needed, designate an alternate for each delegate to which the Chapter is entitled. Such

designation shall be made by the president or president-elect and reported to the chair of the Assembly Credentials Committee

3. Term of Office

Delegates shall be elected for a term of three years beginning January 1 and until a successor is installed. No delegate having served a full three-year term may continue to a second consecutive term. However, a person filling an unexpired term of a delegate may be elected for a succeeding full term.

If a delegate's office becomes vacant before the three-year term has expired, the president recommends a replacement to the board of directors and they elect a new delegate. If such an election is not possible prior to certain deadlines associated with an upcoming meeting of the Assembly, then an alternate delegate should be appointed for that particular Assembly.

If the Chapter's representation at the Assembly is reduced, the board will determine by vote which delegates to send.

4. Reimbursement

Assembly delegates and their alternates will be reimbursed for all reasonable expenses, with "reasonable" being defined each year by the board of directors.

ARTICLE VIII

1. Nominating Committee

The president, with the approval of the board, shall appoint a nominating committee of new fewer than three past Chapter officers. The chapter president, president-elect and immediate past president shall also serve. The immediate past president will serve as committee chair. The president will serve ex officio without vote. Therefore, the nominating committee will number no less than six members, five of them with vote.

The appointments to the nominating committee must be made no less than 45 days prior to the annual meeting of the Chapter.

2. Nominations

The nominating committee shall name a qualified nominee for each officer, for each director-at-large, and for each Assembly delegate whose term is expiring. Then nominating committee shall use all available chapter communication channels, including a Willingness to Serve form, to encourage Chapter members to make recommendations for the committee's consideration.

The committee chair shall ensure that each nominee has been contacted and agrees to serve if elected. Additional nominations shall be accepted from members at the annual meeting, provided the nominees have been contacted and have agreed to serve if elected. No member of the nominating committee shall be a candidate for office.

3. Notice to Membership

At least 10 days prior to the annual meeting of the Chapter, the list of nominees must be reported to the membership.

4. Elections

Officers, directors-at-large, and Assembly delegates shall be elected at the annual meeting of the Chapter. Election shall be by majority vote of the members present and voting. Balloting in contested elections shall be by written ballot.

ARTICLE IX

1. Standing Committees

In addition to the nominating committee, the following standing committees shall be established each year:

- Professional Development
- Endowment
- Membership
- Accreditation
- Ethics
- Diversity
- Public Service
- College Relations
- Communication

2. Special Committees

Special committees or task forces may be established by the president with the approval of the board of directors.

3. Committee Chair Responsibilities and Assistance

Chairs shall report committee activities to the board monthly and are invited to attend regular board meetings. All committee chairs are responsible for preparing an annual work plan and budget for inclusion in the master plan presented for the board's approval each January.

The president will appoint a dedicated board liaison for each committee who will actively participate in the committee's work—prepared always to report at any board meeting the progress, plans, or problems of that particular committee. The board liaison is also responsible for assisting the chairs of the committees they supervise with developing plans and budgets in the October-December period.

ARTICLE X

1. Membership Meetings

There shall be at least eight Chapter meetings each year, at such times and places as may be designated by the board of directors, including the annual meeting, which shall coincide with the Ev Clay Endowment Luncheon.

2. Special Meetings

Special meetings of the Chapter may be called by the president, the board of directors, or on written petition by 10 percent of the Chapter membership.

3. Notice of Meetings

An annual meeting notice will be sent to each member at least 30 days in advance. Notice of a regular meeting or special meeting shall be sent to each member at least 10 days in advance.

4. Quorum

The chapter members attending the annual meeting shall constitute a quorum for the purpose of elections.

ARTICLE XI

1. Amendments

These bylaws may be amended by two-thirds vote of the membership present at any meeting, provided at least 30 days' notice of any proposed amendment has been

given to all members. Amendments adopted in accordance with the provision become effective only after approval by the Society's board of directors.

These bylaws shall be reviewed at least once every five years to make certain they meet the requirements of changing circumstances and that they conform with all the rules, regulations, and bylaws of PRSA.

2. Charter

The Chapter, its officers, directors, and agents shall conform with and maintain its charter and all Chapter affiliation requirements imposed by the Society.

3. Books and Records

The Chapter shall keep books and records of its financial accounts, meeting minutes, and membership list with names and addresses. The Chapter will make its books and records available to the Society at any time.

3. Annual Report to the Society

The Chapter shall submit an annual report to the Society each year, as well as any other document or report required by the Society.

4. Conflict-of-Interest Policy

The board shall adopt a conflict-of-interest policy and annual disclosure process that applies to all officers and directors of the Chapter.

5. Assets of Chapter and Dissolution

No member of the Chapter has any interest in, or right or title to the Chapter's assets. Should the Chapter liquidate, dissolve or terminate in any way, all assets remaining after paying the Chapter's debts and obligations shall be transferred from the Chapter's bank account to the Society, as such assets are at all times the property of the Society. In no event may any assets inure to the benefit of or be distributed to any member, director, officer, or employee of the Chapter.

6. Nondiscrimination

In all deliberations and procedures, the Chapter shall subscribe to a policy of nondiscrimination on the basis of race, creed, religion, disability, sex, age, color, national origin or sexual or affectional orientation.